

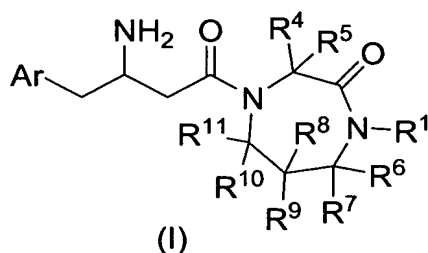
Amendment to the Claims:

Cancel Claims 33 and 34.

Amend Claim 32.

Listing of Claims:

1. (original) A compound of the formula I:



or a pharmaceutically acceptable salt thereof; wherein
each n is independently 0, 1, or 2;

Ar is phenyl substituted with one to five R³ substituents;

R¹ is selected from the group consisting of
hydrogen,

C₁₋₁₀ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents
independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆
alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or
substituted with one to five halogens,

(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents
independently selected from halogen, CN, hydroxy, R², OR², NHSO₂R²,
NR²SO₂R², SO₂R², CO₂H, and C₁₋₆ alkyloxycarbonyl,

(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three
substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆
alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five
halogens,

(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to
three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl,

and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and
wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens;

each R³ is independently selected from the group consisting of
hydrogen,
halogen,
cyano,
hydroxy,
C₁₋₆ alkyl, unsubstituted or substituted with one to five halogens,
C₁₋₆ alkoxy, unsubstituted or substituted with one to five halogens,
carboxy,
alkoxycarbonyl,
amino,
NHR²,
NR²R²,
NHSO₂R²,
NR²SO₂R²,
NHCOR²,
NR²COR²,
NHCO₂R²,
NR²CO₂R²,
SO₂R²,
SO₂NH₂,
SO₂NHR², and
SO₂NR²R²;

each R² is independently C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, CO₂H, and C₁₋₆ alkyloxycarbonyl;

R⁴, R⁶, and R¹⁰ are each independently selected from the group consisting of:

hydrogen,

cyano,

carboxy,

C₁₋₆ alkyloxycarbonyl,

C₁₋₁₀ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy,

C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_nCONR¹²R¹³, wherein R¹² and R¹³ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted

or substituted with one to five halogens; or wherein R¹² and R¹³ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

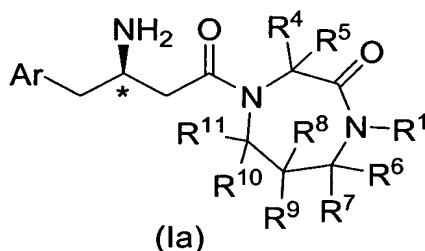
and wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens;

R⁸ is selected from the group consisting of halogen, hydroxy, and R⁴;

R⁵, R⁷ and R¹¹ are each independently hydrogen or C₁₋₆ alkyl; or wherein R⁷ and R¹ together with the nitrogen atom to which R¹ is attached form a heterocyclic ring selected from azetidine, pyrrolidine and piperidine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

R⁹ is selected from the group consisting of hydrogen, hydroxy, halogen, or C₁₋₆ alkyl; with the proviso that at least one of R⁶, R⁷, R⁸ and R⁹ is not hydrogen.

2. (original) The compound of Claim 1 of the formula Ia:



wherein the carbon atom marked with an * has the *R* configuration.

3. (original) The compound of Claim 1 wherein R³ is selected from the group consisting of hydrogen, fluoro, chloro, bromo, trifluoromethyl, and methyl.

4. (original) The compound of Claim 3 wherein R³ is hydrogen, chloro, or fluoro.

5. (original) The compound of Claim 1 wherein R¹ is selected from the group consisting of

hydrogen,

C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens, and

(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens.

6. (original) The compound of Claim 5 wherein R¹ is selected from the group consisting of hydrogen, methyl, and cyclopropyl.

7. (original) The compound of Claim 6 wherein R¹ is hydrogen.

8. (original) The compound of Claim 1 wherein R⁴ is selected from the group consisting of:

hydrogen,

C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens.

9. (original) The compound of Claim 8 wherein R⁴ is selected from the group consisting of:

hydrogen,
CH₃,
CH₂CH₃,
CH₂CF₃,
CH₂(2-pyridyl),
CH₂Ph,
CH₂(2-F-Ph),
CH₂(2-Me-Ph), and

CH₂(2-CF₃-Ph).

10. (original) The compound of Claim 1 wherein R⁶ is selected from the group consisting of:

hydrogen,
C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy,

wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and
wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens.

11. (original) The compound of Claim 10 wherein R⁶ is selected from the group consisting of:

hydrogen,
C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens, and
(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and
wherein methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens.

12. (original) The compound of Claim 11 wherein R⁶ is selected from the group consisting of:

hydrogen,
CH₃,
CH₂CH₃,
CF₃,

CH₂Ph, and
CH₂(2-F-Ph).

13. (original) The compound of Claim 1 wherein R⁸ is selected from the group consisting of:

hydrogen,

hydroxy,

halogen, and

C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens.

14. (original) The compound of Claim 13 wherein R⁸ is hydrogen.

15. (original) The compound of Claim 1 wherein R¹⁰ is selected from the group consisting of:

hydrogen, and

C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens.

16. (original) The compound of Claim 15 wherein R¹⁰ is hydrogen.

17. (original) The compound of Claim 1 wherein R⁵, R⁷ and R¹¹ are each independently selected from hydrogen and methyl.

18. (original) The compound of Claim 17 wherein R⁵, R⁷ and R¹¹ are hydrogen.

19. (original) The compound of Claim 1 wherein R⁹ is selected from hydrogen, halogen and methyl.

20. (original) The compound of Claim 19 wherein R⁹ is hydrogen.

21. (original) The compound of Claim 19 wherein R⁹ is methyl and R⁵, R⁷, R⁸, R¹⁰, and R¹¹ are hydrogen.

22. (original) The compound of Claim 21 wherein R⁴ is selected from the group consisting of:

hydrogen,
CH₃,
CH₂CH₃,
CH₂CF₃,
CH₂(2-pyridyl),
CH₂Ph,
CH₂(2-F-Ph),
CH₂(2-Me-Ph), and
CH₂(2-CF₃-Ph).

23. (original) The compound of Claim 1 wherein R⁵, R⁷, R⁸, R⁹, R¹⁰, and R¹¹ are hydrogen, with the proviso that R⁶ is not hydrogen.

24. (original) The compound of Claim 23 wherein R⁴ is selected from the group consisting of:

hydrogen,
CH₃,
CH₂CH₃,
CH₂CF₃,
CH₂(2-pyridyl),
CH₂Ph,
CH₂(2-F-Ph),
CH₂(2-Me-Ph), and
CH₂(2-CF₃-Ph); and

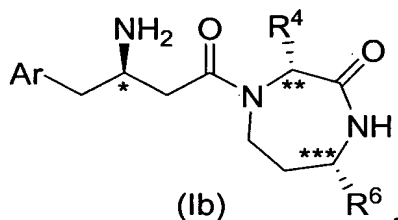
R⁶ is selected from the group consisting of:

CH₃,
CH₂CH₃,
CF₃,
CH₂Ph, and

CH₂(2-F-Ph).

25. (original) The compound of Claim 24 wherein R¹ is hydrogen.

26. (original) The compound of Claim 25 wherein the stereogenic carbon atoms marked with an ** and an *** have the stereochemistry as depicted in formula Ib:



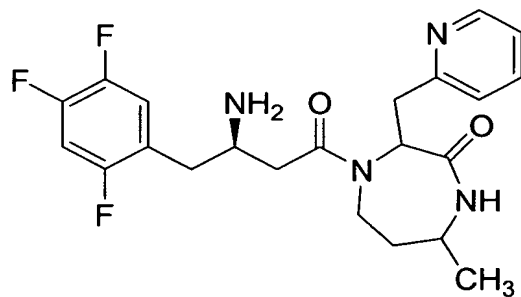
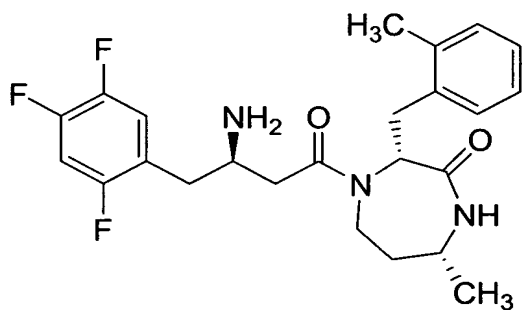
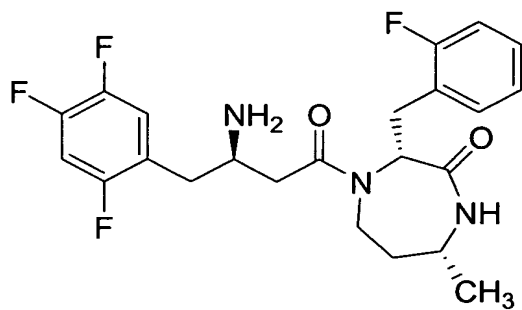
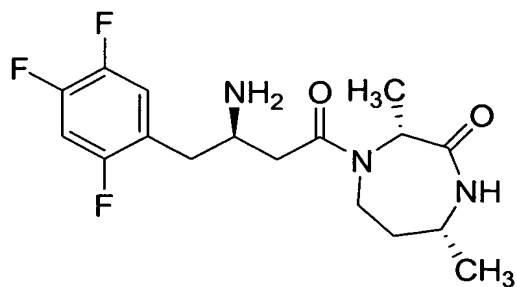
27. (original) The compound of Claim 1 wherein R⁷ and R¹ together with the nitrogen atom to which R¹ is attached form a heterocyclic ring selected from azetidine, pyrrolidine and piperidine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens.

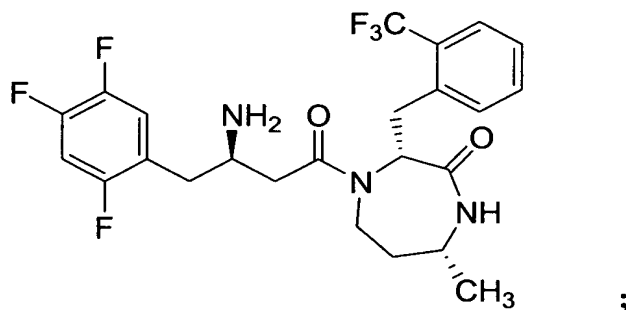
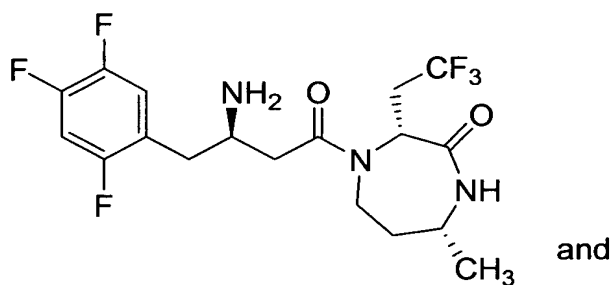
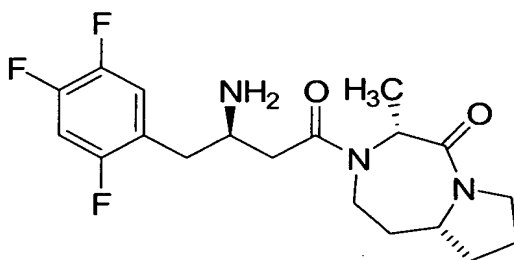
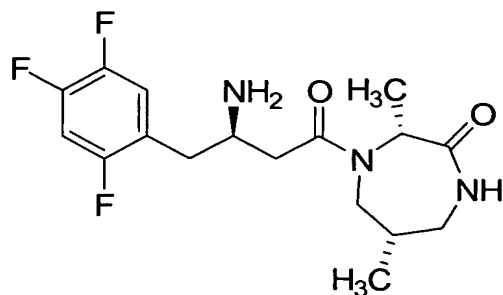
28. (original) The compound of Claim 27 wherein R⁷ and R¹ together with the nitrogen atom to which R¹ is attached form a pyrrolidine ring.

29. (original) The compound of Claim 28 wherein R⁴ is selected from the group consisting of:

hydrogen,
 CH₃,
 CH₂CH₃,
 CH₂CF₃,
 CH₂(2-pyridyl),
 CH₂Ph,
 CH₂(2-F-Ph),
 CH₂(2-Me-Ph), and
 CH₂(2-CF₃-Ph).

30. (original) A compound selected from the group consisting of:





or a pharmaceutically acceptable salt thereof.

31. (original) A pharmaceutical composition which comprises a compound of Claim 1 and a pharmaceutically acceptable carrier.

32. (currently amended) A method of Use of a compound in accordance with Claim 1 in the manufacture of a medicament for use in treating a condition selected from the group consisting of hyperglycemia, Type 2 diabetes, obesity, and a lipid disorder in a mammal in need thereof which comprises the administration to the mammal of a therapeutically effective amount of a compound of Claim 1.

33-34. (cancelled)